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TO 6730#530631#4181 P.02/11

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  (1) LOCKBOX # 358115	FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b>  FCC/MELLON	Approved by OMB 3060-0589 Page No. <u>1</u> of <u>1</u>  SPECIAL USE FCC USE ONLY
SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>One Call Communications, Matthew Stueben</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,630.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>801 Congressional Blvd.</b>		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY <b>Carmel</b>	(7) STATE <b>IN</b>	(8) ZIP CODE <b>46032</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>800-876-1308</b>	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(11) PAYER (FRN) <b>0003772910</b>	(12) PAYER (TIN) <b>351542850</b>	
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)		
(13) APPLICANT NAME		
(14) STREET ADDRESS LINE NO. 1		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY	(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(21) APPLICANT (FRN)	(22) APPLICANT (TIN)	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID <b>Domestic 214 authorization</b>	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE <b>\$815.00</b>	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID <b>International 214 authorizations</b>	(24B) PAYMENT TYPE CODE <b>CUT</b>	(25B) QUANTITY <b>1</b>
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE <b>\$815.00</b>	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
SECTION D - CERTIFICATION		
(30) CERTIFICATION STATEMENT I, <b>AND BEYERD</b> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <i>And Beyerd</i> DATE <b>7/24/02</b>		
SECTION E - CREDIT CARD PAYMENT INFORMATION		
(31) <input type="checkbox"/> MASTERCARD	MASTERCARD/VISA ACCOUNT NUMBER:	EXPIRATION DATE:
<input type="checkbox"/> VISA	I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described. SIGNATURE _____ DATE _____	

**MORRISON & FOERSTER LLP**

ATTORNEYS AT LAW

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July 24, 2002

Writer's Direct Contact  
202-778-1607  
jkostyu@mof.com

*Via Courier*

Federal Communications Commission  
c/o Mellon Bank  
Three Mellon Bank Center  
525 William Penn Way  
27<sup>th</sup> Floor, Room 153-2713  
Pittsburgh, PA 15259-0001  
Attn: Wholesale Lockbox Shift Supervisor


Re: Joint Application to Assign International Authority and Transfer Control  
of Domestic Authority Under Section 214 of the Communications Act, as  
Amended, from One Call Communications, Inc. to OCMC, Inc.

Dear Sir or Madam::

On behalf of One Call Communications, Inc. ("One Call") and OCMC, Inc. ("OCMC"), I am enclosing for filing an original and five paper copies of an application requesting Commission consent to assign One Call's international authorizations and transfer control of its domestic Section 214 authorization to OCMC pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214.

Enclosed is an FCC Form 159 authorizing the charge of \$1630.00 to cover the prescribed FCC filing fees for this application. Please date stamp the enclosed duplicate copy as received and return it for our records. Please contact the undersigned counsel if you have questions regarding this application.

Very truly yours,

  
Jennifer L. Kostyu  
Counsel to OCMC, Inc.

Enclosures

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of	)	
	)	
ONE CALL COMMUNICATIONS, INC.	)	File No. ITC-ASG-200207 _ _
Assignor/ Transferor	)	
	)	
and	)	File No. WC <u>02-231</u>
	)	
OCMC, INC.	)	
Assignee/ Transferee	)	
	)	
Application to Assign International Authority and	)	
Transfer Control of Domestic Authority	)	
Under Section 214 of the Communications Act	)	
of 1934, as Amended, from One Call	)	
Communications, Inc. to OCMC, Inc.	)	

APPLICATION TO ASSIGN INTERNATIONAL  
SECTION 214 AUTHORIZATIONS AND TO TRANSFER  
CONTROL OF DOMESTIC SECTION 214 AUTHORIZATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),<sup>1</sup> and Sections 63.04 and 63.18(e)(3) of the Commission's rules,<sup>2</sup> One Call Communications, Inc. ("One Call") and OCMC, Inc. ("OCMC") hereby request authority to assign the international global resale authorizations and to transfer control of the blanket domestic Section 214 authorization held by One Call to OCMC.<sup>3</sup> The applicants

<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18(e)(3).

<sup>3</sup> This application is being filed pursuant to Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), which allows applicants to file a joint application for domestic and international Section 214 authorizations, rather than two separate applications. The Commission recently modified its policies concerning domestic Section 214 authorizations and now treats assignments of such authorizations as transfers of control. See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517 (2002).

respectfully request streamlined processing of the instant application pursuant to Sections 63.03 and 63.12 of the Commission's rules.<sup>4</sup>

**I. Background And Description Of Proposed Transaction**

One Call, which is located and headquartered in Indiana, provides operator services through its division Opticom for both public and private payphones, long distance services and Internet operating services and support. OCMC, also located and headquartered in Indiana, was formed for the purpose of acquiring various assets of One Call, including its operator services.

On January 31, 2002, OCMC and various entities holding an interest in One Call executed an Asset Purchase Agreement ("Agreement"). Pursuant to the Agreement, after obtaining the required federal and state regulatory approvals, OCMC will acquire certain telecommunications assets of One Call and assume the operation, management and provision of One Call's telecommunications services. OCMC's acquisition of One Call's assets will provide additional investment for the development and provision of telecommunications services. Grant of this application will thus serve the public interest.

**II. Information Required By Section 63.18 Of The Commission's Rules Regarding The Assignment Of One Call's International Section 214 Authorizations To OCMC**

In support of the applicants' request for consent to assign One Call's international Section 214 authorizations to OCMC, the following information is submitted pursuant to Section 63.18 of the Commission's rules:

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<sup>4</sup> 47 C.F.R. §§ 63.03, 63.12.

- (a) The name, address and telephone number of the parties are:

Assignor / Transferor

One Call Communications, Inc.  
1202 W. Buena Vista Road  
Evansville, Indiana 47710  
(812) 429-1845

Assignee / Transferee

OCMC, Inc.  
801 Congressional Boulevard  
Carmel, Indiana 46032  
(800) 876-1300

- (b) One Call is a corporation organized under the laws of the State of Indiana. OCMC is also a corporation organized under the laws of the State of Indiana.

- (c) Correspondence concerning this application should be sent to:

Assignor / Transferor

Gerald Besing  
Secretary-Treasurer  
1202 W. Buena Vista Road  
Evansville, Indiana 47710  
(812) 429-1845

Assignee / Transferee

Ann C. Bernard, Esq.  
General Counsel  
801 Congressional Blvd.  
Carmel, Indiana 46032  
(317) 580-7276

with a copy to:

Cheryl A. Tritt, Esq.  
Joan E. Neal, Esq.  
Morrison & Foerster, LLP  
2000 Pennsylvania Ave., N.W.  
Suite 5500  
Washington, D.C. 20006  
(202) 887-1500

- (d) One Call previously received authority to provide global resale services in accordance with the provisions of Section 63.18(e)(2). *See Telemarketing Communication of South Central Indiana, Inc., et al., Application for Authority to Operate as an International Resale Carrier*; 2 FCC Rcd 3331 (1987) (File Nos. I-T-C-87-095 and I-T-C-87-102); *Telemarketing Communications of South Central Indiana, Inc. d/b/a One Call, Transferor, and One Call Communications, Inc., Transferee*; 5 FCC Rcd 7712 (1990) (File No. I-T-C-90-159-TC).

OCMC has received authority under Section 214 of the Act to operate as a facilities-based and resale carrier in accordance with the provisions of Section 63.18(e)(1) and (e)(2). See FCC File No. ITC-214-20020117-00058.<sup>5</sup>

(e)(3) The applicants seek to assign the international Section 214 authorizations listed in Section II(d) above.

(f) No response is required.

(g) No response is required.

(h) Monument Capital Partners 2, L.P. ("Monument 2"), a limited partnership organized under the laws of Delaware, located at 111 Monument Circle, Suite 600, Indianapolis, Indiana, 46204, owns approximately a 55 percent controlling interest in OCMC. Monument 2 is a private equity fund that invests in manufacturing, service and distribution companies located primarily in the Midwest. Fifth Third Community Development Corporation ("Fifth Third"), an Indiana corporation located at 38 Fountain Square Plaza, Cincinnati, Ohio, 45236, owns approximately a 23 percent interest in Monument 2, and as such holds approximately a 23 percent interest in OCMC.<sup>6</sup> Fifth Third is a registered financial banking institution. Through various intervening subsidiaries, Hillenbrand Industries, Inc. ("Hillenbrand"), an Indiana corporation located at 700 State Route 46 East, Batesville, Indiana, 47006, holds approximately a 22 percent interest in Monument 2, and as such approximately a 22 percent interest in OCMC. Hillenbrand's principle business is making and providing products and services for the health care and funeral services industries.

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<sup>5</sup> See *Public Notice, International Authorizations Granted*, Report No. TEL-00509 (March 14, 2002).

<sup>6</sup> Pursuant to Section 63.09 of the Commission's rules, 47 C.F.R. § 63.09, all percentages in this application of attributable ownership interests in OCMC that are held indirectly by any party through intervening companies were determined by successive multiplication of the ownership percentages for each link in the vertical ownership chain, except that ownership interests for any link in the chain exceeding 50 percent were treated and reported as 100 percent ownership interests.

JV Partners I, LLC ("JV Partners"), an Indiana limited liability company located at 417 Washington Street, Columbus, Indiana, 47202, holds approximately a 30 percent direct interest in OCMC. JV Partners is an equity fund, the interests of which are held by members of the Johnson family. Specifically, Richard L. Johnson, Jr., an individual and U.S. citizen residing at 10848 W. Youth Camp Road, Columbus, Indiana, 47201, holds approximately a 46 percent interest in JV Partners, and as such approximately a 14 percent interest in OCMC. Richard L. Johnson, Sr., an individual and U.S. citizen residing at 9334 Raintree Drive, Columbus, Indiana, 47201, is trustee for two separate family trusts. The trusts collectively hold approximately a 54 percent interest in JV Partners, and as such approximately a 30 percent interest in OCMC.

There are no other persons or entities who directly or indirectly own 10 percent or more of OCMC. Furthermore, OCMC has no interlocking directorates with a foreign carrier.

- (i) By the attached certification, OCMC certifies that it neither is nor is affiliated with any foreign carrier.
- (j) By the attached certification, OCMC certifies that it does not seek to provide international telecommunications services to any destination country for which: (1) OCMC is a foreign carrier in that country; (2) OCMC controls a foreign carrier in that country; (3) an entity that owns more than 25 percent of, or controls, OCMC also controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of OCMC and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international telecommunications services in the United States.

(k) This section does not apply because OCMC neither is, nor is affiliated with, a foreign carrier.

(l) This section does not apply because OCMC neither is, nor is affiliated with, a foreign carrier.

(m) This section does not apply because OCMC neither is, nor is affiliated with, a foreign carrier. Thus, OCMC should be presumptively classified as non-dominant.

(n) By the attached certification, OCMC certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into any such agreements in the future.

(o) By the attached certification, OCMC certifies that no party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) The applicants seek streamlined processing of this request for consent to assign One Call's international Section 214 authorizations under Section 63.12 of the Commission's rules because OCMC: (1) is not and is not affiliated with any foreign carrier; (2) is not affiliated with a dominant U.S. carrier; and (3) does not seek authority to provide switched services over private lines to a country not previously approved by the Commission.



**III. Information Required By Section 63.04 Of The Commission's Rules Regarding The Transfer Of Control Of One Call's Blanket Domestic Section 214 Authorization To OCMC**

In support of the applicants' request for consent to transfer control of One Call's domestic blanket Section 214 authorization to OCMC, the following information is submitted pursuant to Section 63.04 of the Commission's rules:

- (a)(1) See response to Section II(a) above for the names, addresses and telephone numbers of the applicants.
- (a)(2) See response to Section II(b) above for the state laws under which the applicants are organized.
- (a)(3) See response to Section II(c) above for the contact information to whom correspondence concerning this application is to be addressed.
- (a)(4) See response to Section II(h) above for a list of persons or entities that directly or indirectly own at least 10 percent of the equity of OCMC, and the percentage of equity owned by each of those entities.
- (a)(5) See response to Section II(o) above regarding the certification that no party to this application is subject to a denial of federal benefits pursuant to the Anti-Drug Abuse Act of 1988.
- (a)(6) A complete description of the transaction is set forth above in Section I.
- (a)(7) One Call provides operator services for public and private payphones and long distance services in all fifty states, the District of Columbia and Puerto Rico. OCMC, upon obtaining the necessary federal and state regulatory approvals, will provide operator services for public and private payphones and long distance services in all fifty states, the District of Columbia and Puerto Rico.

(a)(8) The request for consent to transfer control of One Call's domestic blanket Section 214 authorization is eligible for streamlined processing because One Call and OCMC are non-facilities-based carriers.

(a)(9) One Call holds two local multipoint distribution system ("LMDS") licenses. On June 24, 2002, One Call and OCMC filed an FCC Form 603 application requesting Commission consent to assign those LMDS licenses from One Call to OCMC.<sup>7</sup> Pursuant to the Commission's slamming rules,<sup>8</sup> OCMC will notify the Commission and One Call's customers of the transfer of certain assets of One Call to OCMC at least 30 days prior to the transfer.

(a)(10) The applicants are not requesting special consideration because neither party to this transaction is facing imminent business failure.

(a)(11) There are no separately filed waiver requests being sought in conjunction with this transaction.

(a)(12) The proposed transaction will yield affirmative public interest benefits. Grant of the instant application will ensure a seamless transition of One Call's telecommunications subscriber base to OCMC without interruption of service. Furthermore, OCMC's acquisition of One Call's assets will provide additional investment (from Monument 2, JV Partners and other interest holders) that will allow OCMC to develop and offer additional telecommunications services. OCMC also will support the goals of promoting innovative services, increased customer choice, and efficient utilization of telecommunications resources through the provision of high-quality, competitive communications services.

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<sup>7</sup> See ULS File No. 0000935787 (amended July 10, 2002).

<sup>8</sup> 47 C.F.R. § 64.1120(e).

## CONCLUSION

The applicants respectfully request that the Commission grant the instant application for consent to assign One Call's international Section 214 authorizations and to transfer control of its domestic blanket Section 214 authorization to OCMC.

Respectfully submitted,

By: Jennifer L. Kostyu  
Cheryl A. Tritto  
Joan E. Neal  
Jennifer L. Kostyu  
MORRISON & FOERSTER LLP  
2000 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006-1888  
(202) 887-1500

Counsel to OCMC, Inc.

By: Gerald Besing  
Gerald Besing  
Secretary-Treasurer  
One Call Communications, Inc.  
1202 W. Buena Vista Road  
Evansville, Indiana 47710  
(812) 429-1845

Date: July 14, 2002

## **CERTIFICATION**

I, Ann C. Bernard, General Counsel of OCMC, Inc. ("OCMC"), hereby certify that:

1. Monument Capital Partners 2, L.P. ("Monument 2"), a limited partnership organized under the laws of Delaware, located at 111 Monument Circle, Suite 600, Indianapolis, Indiana, 46204, owns approximately a 55 percent controlling interest in OCMC. Monument 2 is a private equity fund that invests in manufacturing, service and distribution companies located primarily in the Midwest. Fifth Third Community Development Corporation ("Fifth Third"), an Indiana corporation located at 38 Fountain Square Plaza, Cincinnati, Ohio, 45236, owns approximately a 23 percent interest in Monument 2, and as such holds approximately a 23 percent interest in OCMC.<sup>1</sup> Fifth Third is a registered financial banking institution. Through various intervening subsidiaries, Hillenbrand Industries, Inc. ("Hillenbrand"), an Indiana corporation located at 700 State Route 46 East, Batesville, Indiana, 47006, holds approximately a 22 percent interest in Monument 2, and as such approximately a 22 percent interest in OCMC. Hillenbrand's principle business is making and providing products and services for the health care and funeral services industries.

JV Partners I, LLC ("JV Partners"), an Indiana limited liability company located at 417 Washington Street, Columbus, Indiana, 47202, holds approximately a 30 percent direct interest in OCMC. JV Partners is an equity fund, the interests of which are held by members of the Johnson family. Specifically, Richard L. Johnson, Jr., an individual and U.S. citizen

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<sup>1</sup> Pursuant to Section 63.09 of the Commission's rules, 47 C.F.R. § 63.09, all percentages in this application of attributable ownership interests in OCMC that are held indirectly by any party through intervening companies were determined by successive multiplication of the ownership percentages for each link in the vertical ownership chain, except that ownership interests for any link in the chain exceeding 50 percent were treated and reported as 100 percent ownership interests.

residing at 10848 W. Youth Camp Road, Columbus, Indiana, 47201, holds approximately a 46 percent interest in JV Partners, and as such approximately a 14 percent interest in OCMC. Richard L. Johnson, Sr., an individual and U.S. citizen residing at 9334 Raintree Drive, Columbus, Indiana, 47201, is trustee for two separate family trusts. The trusts collectively hold approximately a 54 percent interest in JV Partners, and as such approximately a 30 percent interest in OCMC.

There are no other persons or entities who directly or indirectly own 10 percent or more of OCMC. Furthermore, OCMC has no interlocking directorates with a foreign carrier.

2. OCMC neither is, nor is affiliated with, any foreign carrier.
3. OCMC certifies that it does not seek to provide international telecommunications services to any destination country for which: (1) OCMC is a foreign carrier in that country; (2) OCMC controls a foreign carrier in that country; (3) an entity that owns more than 25 percent of, or controls, OCMC also controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of OCMC and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international telecommunications services in the United States.
4. OCMC has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into any such agreements in the future.

5. No party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

A handwritten signature in cursive script, reading "Ann C. Bernard". The signature is written in dark ink and is positioned above the printed name and title.

Ann C. Bernard  
General Counsel  
OCMC, Inc.

Date: July 23 2002